

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-KSB**

**Amendment #1**

☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended June 30, 2000

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number \_\_\_\_\_

**MPEG SUPER SITE, INC.**

(Exact name of small business issuer as specified in its charter)

22865 Lake Forest Drive, Suite 19  
Lake Forest, California 92630  
(949) 768-7490

Colorado  
(State of incorporation)

84-0503585  
(IRS Employer Identification #)

Securities registered under Section 12(b) of the Exchange Act: None

Securities registered under Section 12(g) of the Exchange Act: Common Stock, par value \$.001 per share  
Preferred Stock, par value \$25.00 per share

☒ Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports, and (2) has been subject to such filing requirements for the past 90 days.

☐ Check if disclosure of delinquent filers in response to Item 405 of Regulation SB is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10KSB or any amendment to this Form 10-KSB.

Issuer's revenues for its most recent fiscal year: \$10,000.00

The number of shares outstanding of the Registrant's common stock as of June 30, 2000 was 16,293,580  
The number of shares outstanding of the Registrant's preferred stock as of June 30, 2000 was zero (0).

Transitional Small Business Disclosure Format: ☐ YES ☒ NO

Table of Contents

<i>Description of Business.....</i>	<i>3</i>
<i>Description of Property.....</i>	<i>3</i>
<i>Legal Proceedings.....</i>	<i>4</i>
<i>Submission of Matters to a Vote of Security Holders.....</i>	<i>4</i>
<i>Market for Common Equity and Related Stockholder Matters.....</i>	<i>4</i>
<i>Management's Discussion and Analysis or Plan of Operations.....</i>	<i>5</i>
<i>Financial Statements.....</i>	<i>6</i>
<i>Changes In / Disagreements with Accountants on Accounting/Financial</i>	
<i>Disclosure.....</i>	<i>14</i>
<i>Directors, Executive Officers, Promoters and Control Persons.....</i>	<i>14</i>
<i>Executive Compensation.....</i>	<i>15</i>
<i>Security Ownership of Certain Beneficial Owners and Management.....</i>	<i>16</i>
<i>Certain Relationships and Related Transactions.....</i>	<i>16</i>
<i>Index to Exhibits and Reports.....</i>	<i>17</i>
<i>Signatures.....</i>	<i>18</i>

## Description of Business

### General

MPEG Super Site, Inc.(MPSS) is a corporation which was formed under the laws of the State of Colorado on September 30, 1958. The name was changed from Rocky Mountain Power Co. in November of 1999 following the acquisition of MPEG Super Site, Inc., a corporation formed under the laws of the State of Nevada. The Articles of Incorporation of the Company authorize it to issue 100,000,000 shares of common stock with \$.001 per share par value and 200,000 shares of preferred stock with a par value of \$25.00 per share.

MPSS has 435 shareholders and 16,293,580 shares outstanding as of June 30, 2000.

The MPSS common stock is traded on the NASDAQ Bulletin Board under the symbol MPSS.

The Company has a June 30<sup>th</sup> fiscal year end.

### Description of Business

The company is a producer and promoter of special events and a content provider for Internet broadcasts. The company also manages and develops new and established artists with an emphasis in music.

### Competition

MPSS's business is highly competitive. There are thousands of Internet content providers in the United States of America. As well as many artist management firms.

### Employees

At June 30, 2000, the company had two full time employees and one part time employee.

### Recent Developments

On September 6, 2000, the company has entered into a stock purchase agreement with Stuart Communications Corp., dba The Billiard Channel, Inc., whereas MPSS agrees to acquire 100% of the stock of the aforementioned company. The stock for stock transaction is subject to shareholder approval, which the company hopes will be granted within the year 2000. The Company is in the process of preparing and disseminating proxy materials to its shareholders in preparation for a shareholder meeting to be held later this year. The Agreement contains, among other items, a twenty to one reverse stock split of the MPEG Super Site, Inc. capital share structure and a name change to Colosseum Sports and Entertainment Inc.

## Description of Property

The company currently rents a small office at 22865 Lake Forest Drive, Lake Forest, CA 92630 on a month to month basis.

### Legal Proceedings

On March 16, 2000, in Los Angeles County Superior Court, a lawsuit was filed against the company by L. A. Commercial Group Inc. The claim is for \$140,000 for an alleged breach of contract with Mr. Perry Mann. The company has reached a settlement with the plaintiffs to pay \$30,000 by April 1, 2001 at which time the lawsuit will be dismissed. The company has agreed to a stipulated judgment for \$30,000 that can be filed by the plaintiffs no earlier than April 2, 2001 if the company does not pay the settlement amount.

The company is unaware of any other pending or threatened litigation.

### Submission of Matters to a Vote of Security Holders

None during the year ended June 30, 2000.

### Market for Common Equity and Related Stockholder Matters

#### Market Information

As of June 30, 2000 the MPSS common stock was listed on the NASDAQ Bulletin Board under the symbol "MPSS". The first available quotes on the bulletin board appeared in the 4th quarter of 1999. The bid prices included below have been obtained from sources believed to be reliable:

Quarters Ending	High Bid	Low Bid
December 31, 1999	\$5.63	\$.28
March 31, 2000	\$1.43	\$.35
June 30, 2000	\$.70	\$.12

#### Holders

MPSS has approximately 16,293,580 shares of common stock issued and outstanding as of June 30, 2000, which are held by approximately 435 shareholders. Of such shares, approximately 10,174,018 shares, held by approximately 293 shareholders are eligible for resale. The remaining shares are restricted shares under Rule 144. The Company presently has no existing stock option or other plans nor are there any outstanding options, warrants or securities convertible into Common Stock.

#### Dividend Policy

MPSS has never paid a dividend on its common stock. The Company does not anticipate paying any dividends on its common stock in the foreseeable future. Management anticipates that earnings, if any, will be retained to fund the Company's working capital needs and the expansion of its business. The payment of any dividends is at the discretion of the Board of Directors.

## Management's Discussion and Analysis or Plan of Operations

### Overview

The Company has formulated a plan of operations for the next twelve months as detailed below.

The Company plans to have successfully completed the acquisition of Stuart Communications, Corp. by the end of calendar year 2000. Once completed emphasis is anticipated on the implementation of the acquisition's strategic plan.

The Company anticipated working capital needs in the interim are minimal. The Company estimates that it will require an additional \$20,000 in capital during the acquisition period.

In the Company's opinion, proceeds from possible future equity funding will satisfy its cash requirements for the next twelve months. The Company has financed its operations since inception from the sale of equity. During the next six months, certain funds will need to be raised. The Company has no management or similar report that has been prepared or provided for external use by the issuer or underwriter.

The company currently has low cash reserves and no significant revenues established, additional funds may be required in order to proceed with the current or a revised business plan should the acquisition be rejected.

These funds would be raised through additional private placements. There is no assurance that such additional financing will be available when required in order to proceed with the business plan or that the Company's ability to respond to competition or changes in the market place or to exploit opportunities will not be limited by lack of available capital financing. If the Company is unsuccessful in securing the additional capital needed to continue operations within the time required, the Company will not be in a position to continue operations under the current business plan.

### Financial Recap

The following is a summarized description of the expenses incurred during the past fiscal year. Approximately \$389,411 for business development. Approximately \$581,176 was for compensation, independent contractor expense, outside services and other wage related expenses. \$56,070 was for office expense such as rent and telephone. \$92,761 was for insurance, legal and accounting. And \$102,175 was for Internet related expenses such as content creation, website development and hosting.

### Forward-Looking Statements

Certain statements concerning the Company's plans and intentions included herein constitute forward-looking statements for purposes of the Securities Litigation Reform Act of 1995 for which the Company claims a safe harbor under that Act.

There are a number of factors that may affect the future results of the Company, including, but not limited to, (a) interest rates, (b) general economic conditions and (c) specific economic conditions within the areas where the Company operates.

This annual report contains both historical facts and forward-looking statements. Any forward-looking statements involve risks and uncertainties, including, but not limited to, those mentioned above. Moreover, future revenue and margin trends cannot be reliably predicted.

MPEG SUPER SITE, INC.  
Financial Statements

Contents

	<u>Page</u>
Independent Auditor's Report	8
Financial Statements	
Balance Sheet	9
Statement of Operations	10
Statement of Stockholder's Equity	11
Statement of Cash Flows	12
Notes to Financial Statements	13-15

## KDS

Member American Institute  
of Certified Public Accountants

KURT D. SALIGER  
Certified Public Accountant

Member Nevada Society  
of Certified Public Accountants

### INDEPENDENT AUDITOR'S REPORT

Board of Directors  
MPEG Super Site, Inc.  
Las Vegas, Nevada

I have audited the accompanying balance sheets of MPEG Super Site, Inc. as of June 30, 2000 and as of June 30, 1999 and the related statements of operations, stockholders' equity and cash flows for the year from July 1, 1999 to June 30, 2000 and from the period from June 18, 1999 (inception) to June 30, 1999. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of MPEG Super Site, Inc. at June 30, 2000 and at June 30, 1999 and the results of its operations and its cash flows for the year July 1, 1999 to June 30, 2000 and the period from June 18, 1999 (inception) to June 30, 1999 in conformity with generally accepted accounting principles.

\S\ Kurt D. Saliger, C.P.A.  
Kurt D. Saliger C.P.A.  
January 17, 2001

3000 W. Oakey - Suite A-4 - Las Vegas, Nevada 89146  
Phone: (702) 367-1988 Fax: (702) 870-8388

MPEG SUPER SITE, INC.  
BALANCE SHEET

	<u>June 30, 2000</u>	<u>June 30, 1999</u>
ASSETS		
CURRENT ASSETS		
Cash	\$145	\$414,000
Accounts Receivable	<u>\$7,000</u>	<u>\$7,000</u>
TOTAL CURRENT ASSETS	\$7,145	\$421,000
OTHER ASSETS		
Deposits	<u>\$40,150</u>	<u>    \$0</u>
TOTAL ASSETS	<u><b>\$47,295</b></u>	<u><b>\$421,000</b></u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable	\$130,244	\$414,000
Accrued Liabilities	\$175,001	\$0
Due To Shareholder	<u>\$216,947</u>	<u>    \$0</u>
TOTAL CURRENT LIABILITIES	\$522,192	\$414,000
LONG-TERM DEBT	\$0	\$0
STOCKHOLDERS' EQUITY		
Common Stock, \$0.001 par value authorized 100,000,000 shares issued and outstanding		
June 30, 1999    7,000,000		\$7,000
June 30, 2000  16,293,580	\$16,294	
Additional Paid In Capital	\$720,402	\$0
Retained Earnings (Deficit)	<u>(\$1,211,593)</u>	<u>    \$0</u>
TOTAL STOCKHOLDERS' EQUITY	<u>(\$474,897)</u>	<u>    \$7,000</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><b>\$47,295</b></u>	<u><b>\$421,000</b></u>

See accompanying notes to financial statements



MPEG SUPER SITE, INC.  
STATEMENT OF OPERATIONS

	July 1, 1999 to <u>June 30, 2000</u>	June 18, 1999 (inception) to <u>June 30, 1999</u>
INCOME		
Revenue	\$10,000	\$0
<b>TOTAL INCOME</b>	<b>\$10,000</b>	<b>\$0</b>
EXPENSES		
General and Administrative	\$1,221,593	\$0
<b>TOTAL EXPENSES</b>	<b>\$1,221,593</b>	<b>\$0</b>
INCOME (LOSS) FROM OPERATIONS	(\$1,211,593)	\$0
Interest Income	\$0	\$0
INCOME (LOSS) BEFORE INCOME TAXES	(\$1,211,593)	\$0
Provision for income taxes	\$0	\$0
<b>NET INCOME (LOSS)</b>	<b>(\$1,211,593)</b>	<b>\$0</b>
NET INCOME (LOSS) PER SHARE - BASIC AND DILUTED	<u>(\$0.07)</u>	<u>\$0</u>
AVERAGE NUMBER OF SHARES OF COMMON STOCK OUTSTANDING	<u>16,293,580</u>	<u>7,000,000</u>

See accompanying notes to financial statements.

MPEG SUPER SITE, INC.  
STATEMENT OF STOCKHOLDERS' EQUITY  
June 30, 1999  
June 30, 2000

Common Stock

	Number of <u>Shares</u>	<u>Amount</u>	Additional Paid In <u>Capital</u>	Retained Earnings <u>(Deficit)</u>
Issued for cash June 18, 1999	7,000,000	\$7,000	\$0	
Net Income June 18, 1999 to June 30, 1999	-----	-----	-----	\$0
Balance June 30, 1999	7,000,000	\$7,000	\$0	\$0
Issued for cash various 2000 dates	9,293,580	\$9,294	\$720,402	
Net Income (Loss) July 1, 1999 to June 30, 2000	-----	-----	-----	(\$1,211,593)
Balance June 30, 2000	<u>16,293,580</u>	<u>\$16,294</u>	<u>\$720,402</u>	<u>(\$1,211,593)</u>

See accompanying notes to financial statements.

MPEG SUPER SITE, INC.  
STATEMENT OF CASH FLOWS

	July 1, 1999 to <u>June 30, 2000</u>	June 18, 1999 (inception) to <u>June 30, 1999</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net Income (loss)	(\$1,211,593)	\$0
(Increase) in accounts receivable	\$0	(\$7,000)
(Decrease) Increase in accounts payable	(\$323,906)	\$414,000
Increase in accrues liabilities	\$175,001	\$0
Increase in due to shareholder	<u>\$216,947</u>	<u>\$0</u>
Net Cash (Used) In Operating Activities	(\$1,143,551)	\$407,000
<b>CASH FLOWS FROM INVESTNIG ACTIVITIES</b>		
Purchases of fixed assets	\$0	\$0
	<b>(\$1,143,551)</b>	<b>\$407,000</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Issuance of Common Stock for cash	<u>\$729,696</u>	<u>\$7,000</u>
Net increase (decrease) in cash	(\$413,855)	\$414,000
Cash, Beginning	<u>\$414,000</u>	<u>\$0</u>
Cash, Ending	<u>\$145</u>	<u>\$414,000</u>

See accompanying notes to financial statements

MPEG SUPER SITE, INC.  
NOTES TO FINANCIAL STATEMENTS  
June 30, 2000  
June 30, 1999

NOTE 1 - HISTORY AND ORGANIZATION OF THE COMPANY

The Company was incorporated June 18, 1999 under the laws of the State of Nevada. The Company was organized to engage in any lawful activity. The Company is a marketer and promoter of entertainment events and related activities and also provides consulting services to the entertainment industry. Rocky Mountain Power Company was incorporated September 30, 1958 under the laws of the State of Colorado. See NOTE 7.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Accounting Method

The Company records income and expenses on the accrual method.

Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Revenue Recognition

The Company recognizes sales revenue and consulting fees when the services are provided.

Fixed Assets

The Company maintains nor controls any fixed assets.

Income Taxes

Income taxes are provided for using the liability method of accounting in accordance with Statement of Accounting Standards No. 109 (SFAS #109) "Accounting for Income Taxes". A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Loss Per Share

Net loss per share is provided in accordance with Statement of Financial Accounting Standards No. 128 (SFAS #128) "Earnings Per Share". Basic loss per share is computed by dividing losses available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted loss per share reflects per share amounts that would have resulted if dilutive common stock equivalents had been converted to common stock. As of June 30, 2000, the Company had no dilutive common stock equivalents such as stock options.

MPEG SUPER SITE, INC.  
NOTES TO FINANCIAL STATEMENTS  
June 30, 2000  
June 30, 1999

NOTE 3 - INCOME TAXES

There is no provision for income taxes for the period from July 1, 1999 to June 30, 2000 due to the net loss for the period.

NOTE 4 - STOCKHOLDERS' EQUITY

Common Stock

The authorized common stock of the Company consists of 100,000,000 shares with \$0.001 par value per share with 16,293,580 shares issued and outstanding as of June 30, 2000.

Preferred Stock

The authorized preferred stock of the Company consists of 200,000 shares with a par value of \$25.00 per share. No shares of preferred stock are issued and outstanding.

NOTE 5 - SUBSEQUENT EVENT

The Company has entered in a stock purchase agreement with Stuart Communications Corp. dba The Billiard Channel, Inc. whereas the MPEG Super Site, Inc. agrees to acquire 100% of the stock of the aforementioned company. The stock for stock transaction is subject to shareholder approval and is scheduled to close within the year 2000. The Company entered into this stock purchase agreement on September 6, 2000.

NOTE 6 - LITIGATION

The Company is involved in litigation with L.A. Commercial Group, Inc. The Company has a stipulated judgment action pending against it on September 15, 2000 in Superior Court of the State of California for the County of Los Angeles whereby the Company promises to pay to L.A. Commercial Group, Inc. the aggregate sum of \$30,000 without interest, attorney's fees or costs on or before April 1, 2001.

NOTE 7 - ROCKY MOUNTAIN POWER TRANSACTION

The company has completed a stock purchase agreement with Rocky Mountain Power Company on September 21, 1999, whereas Rocky Mountain Power Company agreed to acquire 100% of the stock of MPEG Super Site, Inc. The stock for stock transaction was accounted for as a reverse merger where MPEG Super Site, Inc. was the accounting acquirer since its shareholders received a 93% interest in the combined entity through the acquisition of 13,900,000 shares of common stock. The historical financial statements are those of MPEG Super Site, Inc. and Rocky Mountain Power Company's operations are included commencing on the merger date. There were no assets or liabilities of Rocky Mountain Power Company carried forward, acquired or included in the financial statements of MPEG Super Site, Inc. as of the merger date of September 21, 1999. Rocky Mountain Power Company reported assets of approximately \$2.3 million as of June 30, 1999 but these assets were disposed of through a spinout prior to the merger date.

#### Changes In / Disagreements with Accountants on Accounting/Financial Disclosure

There have been no disagreements between the Company and its independent accountants on any matter of accounting principles or practices or financial statement disclosure. There have been no changes in the Company's independent accountants.

#### Directors, Executive Officers, Promoters and Control Persons

The directors and officers of MPSS are as follows:

NAME	AGE	POSITION(S)	TENURE
Bruce M. Tomiyama	40	President, Secretary, CFO And Director	July 1, 1999 To present

Bruce M. Tomiyama. For over 14 years, Mr. Tomiyama has held senior financial executive positions in private industry. Most recently as Vice President of Business Development for Gambit Entertainment, Inc., an international company specializing in the entertainment industry. Mr. Tomiyama was responsible for creating opportunities between U.S. and Japan companies in the areas of multimedia, television and commercial endorsements. Prior to that, Mr. Tomiyama was Senior Vice President and a Director of SNK Corporation of America, the U.S. subsidiary of SNK Corporation, Osaka, Japan, A billion dollar manufacturer of coin operated and consumer video games. Mr. Tomiyama was responsible for all domestic operations including finance, administration, sales, marketing and distribution. Mr. Tomiyama was the Chief Financial Officer of Moskatel's Inc., a large regional specialty retail chain. He was responsible for the day-to-day operations of the company's corporate office and distribution center. Mr. Tomiyama began his career with the international accounting firm of Deloitte & Touche.

## Executive Compensation

### Board of Director Meetings and Committees

The Board of Directors held no meetings during the year ended June 30, 2000, but entered into various consent resolutions in lieu of meetings.

### Compensation Summary

The following sets forth the aggregate cash compensation paid by the Company for services rendered during the last three years to the Company by its Chief Executive Officer and to each of the Company's other executive officers whose annual salary, bonus and other compensation exceeded \$100,000 in 2000.

<u>Name and Principal Position</u>	<u>Year</u>	<u>Annual Compensation</u>		<u>Other Annual Compensation</u>
		<u>Salary</u>	<u>Bonus</u>	
Bruce M. Tomiyama President, CFO, Secretary	99-00	\$41,250 (a)	0	\$300
		\$68,750 (b)		
Kunimitsu Misawa Chairman (former)	99-00	\$64,799 (a)	0	\$0
		\$0 (b)		
Joseph S. Muto President (former)	99-00	\$30,000 (a)	0	\$0
		\$0 (b)		
Eddie Wenrick Vice President (former)	99-00	\$25,000 (a)	0	\$250
		\$75,000 (b)		

a. Represents actual amount paid.

b. Represents amount accrued but not paid.

### Compensation of Directors

There was no compensation paid to any directors of MPSS as director's fees.

### Employment Agreements

None

### Long-Term Incentive Plan

None

### Section 16(a) Beneficial Ownership Reporting Compliance

To the best knowledge of the Company, based on reports received pursuant to rule 16a-3(e) of the 1934 act, only the report filed was by the current president Bruce Tomiyama his report was filed but filed late. The company pursuant to rule 16a-3(e) received no other reports.

### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, all individuals known to beneficially own 5% or more of the Company's common stock, and all officers and directors of the registrant, with the amount and percentage of stock beneficially owned as per the Shareholder List as of June 30, 2000:

Name and Address of Beneficial Holder	Amount and Nature of Beneficial Ownership	Percent
Kunimitsu Misawa 13900 Panay Way Marina Del Rey, CA 90292	3,115,428 shares	19.12%
Joseph Muto 6 Mela Lane Rancho Palos Verdes, CA 90275	1,169,432 shares	7.18%
Bruce Tomiyama 11 Los Pioneros Rancho Santa Margarita, CA 92688	300,000 shares	1.84%
Kristen Welles-Lanham 45 Glen Echo Dove Canyon, CA 92679	1,384,428 shares	7.98%

### Certain Relationships and Related Transactions

None during the year ended June 30, 2000.

### Exhibits and Reports on Form 8-K

On June 30<sup>th</sup> 2000 the company filed a report on form 8-K disclosing the resignations of Joseph Muto, President & Director and Kuni Misawa, Chairman & Director of the company. Bruce Tomiyama was appointed interim President & Chairman.

No other reports were filed during the last quarter of the period covered by this report.



Index to Exhibits and Reports

- (3) (i). Articles of Incorporation  
(ii). By-laws
- (4) Instruments defining the rights of holders, incl., indentures  
Incorporated by reference; see: Exhibit 3(i) Articles of Incorporation and Exhibit 3(ii) By-Laws
- (99) Financial statements from Rocky Mountain Power Company's June 30, 1999, 10K filing,  
covering the period for June 30, 1999 and 1998

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MPEG Super Site, Inc.

(Registrant)

Date January 17, 2001

/s/ Bruce Tomiyama

(Bruce Tomiyama, interim President, CFO and Director)